

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF OHIO
WESTERN DIVISION

IN RE: POLYURETHANE FOAM ANTITRUST)	No. 10 MD 2196-JZ
LITIGATION)	
<hr/>		
THIS DOCUMENT RELATES TO:)	Hon. Jack Zouhary
INDIRECT PURCHASER ACTIONS)	
<hr/>		

**INDIRECT PURCHASER PLAINTIFFS' OPPOSITION TO THE
MOTIONS TO DISMISS THE INDIRECT PURCHASER PLAINTIFFS'
CONSOLIDATED AMENDED CLASS ACTION COMPLAINT FILED BY
DEFENDANTS CARPENTER CO., DOMFOAM INTERNATIONAL, INC.,
VALLE FOAM INDUSTRIES, INC., FLEXIBLE FOAM PRODUCTS, INC.,
FOAMEX INNOVATIONS, INC., FUTURE FOAM, INC., HICKORY SPRINGS
MANUFACTURING COMPANY, VITAFOAM PRODUCTS CANADA LIMITED,
VITAFOAM INC., WOODBRIDGE FOAM CORPORATION, WOODBRIDGE
SALES & ENGINEERING, INC., AND WOODBRIDGE FOAM FABRICATING, INC.**

The Indirect Purchaser Plaintiffs hereby oppose the Motions to Dismiss filed by Defendants Carpenter Co., Domfoam International, Inc., Valle Foam Industries, Inc., Flexible Foam Products, Inc., Foamex Innovations, Inc., Future Foam, Inc., Hickory Springs Manufacturing Company, Vitafoam Products Canada Limited, Vitafoam Inc., Woodbridge Foam Corporation, Woodbridge Sales & Engineering, Inc., and Woodbridge Foam Fabricating, Inc. (collectively "Individual Movants").

In support of their opposition to the Individual Movants' Motions to Dismiss, Plaintiffs rely upon the Indirect Purchaser Plaintiffs' Opposition To Defendants' Joint "Common Issues" Memorandum Of Law In Support Of Defendants' Motion To Dismiss Indirect Purchaser Plaintiffs' Consolidated Amended Complaint, which is being filed concurrently, and also adopt the arguments made in the Direct Purchaser Plaintiffs' Opposition To Defendants' Joint Common Issues Memorandum In Support Of Motions To Dismiss Direct Purchaser Plaintiff's

Consolidated Amended Class Action Complaint (Dkt. No. 115) and the Direct Purchaser Plaintiffs' Omnibus Response To Defendants' Separately Filed Memoranda In Support Of Their Motions To Dismiss (Dkt. No. 114) to the extent that they are applicable to the issues in the motions to dismiss here.

May 23, 2011

Plaintiffs,

/s/ Marvin A. Miller

Marvin A. Miller

Lori A. Fanning

Matthew E. Van Tine

MILLER LAW LLC

115 S. LaSalle Street, Suite 2910

Chicago, IL 60603

Tele: (312) 332-3400

Fax: (312) 676-2676

Email: MMiller@MillerLawLLC.com

LFanning@MillerLawLLC.com

MVantine@MillerLawLLC.com

Interim Lead Counsel for Indirect Purchasers

Richard M. Kerger (0015864)

Kimberly Conklin (0074726)

KERGER & HARTMAN, LLC

33 S. Michigan Street, Suite 100

Toledo, OH 43604

Telephone: (419) 255-5990

Fax: (419) 255-5997

Email: Rkerger@kergerlaw.com

Kconklin@kergerlaw.com

Executive Committee for Indirect Purchasers

Shpetim Ademi
Guri Ademi
David Syrios
ADEMI & O'REILLY, LLP
3620 East Layton Avenue
Cudahy, Wisconsin 53110
(414) 482-8000
Email: SAdemi@ademilaw.com
GAdemi@ademilaw.com
DSyrios@ademilaw.com

Jay B. Shapiro
Samuel O. Patmore
Abigail E. Corbett
Matthew Dates
**STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.**
150 West Flagler Street
Miami, Florida 33130
(305) 789-3200
Email: JShapiro@stearnsweaver.com
SPalmore@stearnsweaver.com
ACorbett@stearnsweaver.com
MDates@stearnsweaver.com

Martin D. Holmes
M. Reid Estes
DICKINSON WRIGHT PLLC
424 Church Street
Suite 1401
Nashville, TN 37219
(615) 244-6538
Email: MDHolmes@dickinsonwright.com
MREstes@dickinsonwright.com

Daniel Lynch
Avidan J. Stern
LYNCH & STERN LLP
150 South Wacker Drive
Suite 2600
Chicago, IL 60606

(312) 346-1600
Email: Dan@lynchandstern.com
Avi@lynchandstern.com

Eric D. Barton
WAGSTAFF CARTMELL
4740 Grand Avenue, Suite 300
Kansas City, MO 64112
(816) 701-1100
Email: EBarton@wagstaffcartmell.com

David Schiller
SCHILLER & SCHILLER, PLLC
Professional Park at Pleasant Valley
5540 Munford Road • Suite 101
Raleigh, North Carolina 27612
Telephone: (919) 789-4677
Email: DSchiller@yahoo.com

Susan Bernstein
Attorney at Law
200 Highland Avenue, Suite 306
Needham, MA 02494
Telephone: (781) 290-5858
Email: Susan@sabernlaw.com

Counsel for Indirect Purchaser Plaintiffs

CERTIFICATE OF SERVICE

I, Marvin A. Miller, certify that on May 23, 2011, in accordance with Paragraph 9 of the Initial Case Management Order entered January 20, 2011, I served the foregoing.

s/Marvin A. Miller